

CISTRO TELELINK LIMITED
CIN No: L19201MP1992PLC006925
206, Airen Heights, AB Road, Indore 452010, Madhya Pradesh
Tel No.:0731-2555022; Fax No.:0731-2555722
Email ID-cistrotelelink@gmail.com
Website: www.cistrotelelink.net

Date: 04.09.2019

To,
Department of Corporate Service (DCS-CRD),
BSE Limited, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai - 400 001.

Sub.: Notice of 27th AGM and Annual Report for the Financial Year 2018-19

Dear Sir,

Pursuant to Regulation 30 read with Para A of Part A of Schedule III and Regulation 34 (1) to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("Listing Regulations"), please find enclosed herewith the Notice of 27th (Twenty Seventh) Annual General Meeting ("AGM") of the Company scheduled to be held on Friday, 27th September, 2019 at the Registered Office of the Company at 206, Airen Heights, Ab Road Indore, Madhya Pradesh -452010.

The Notice of the AGM, Proxy Form and the Annual Report for the Financial Year (F.Y.) 2018-19 is enclosed herewith, which is being dispatched / sent to the Shareholders of the Company by permitted mode(s) and is also made available on the website of the Company, viz., <https://www.cistrotelelink.net>

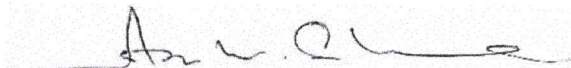
We further wish to inform that pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the Listing Regulations, the Register of Members and the Share Transfer Books of the Company will remain closed for the purpose of the 27th (Twenty Seventh) AGM from Saturday, 21 September, 2019 to Friday, 27 September, 2019 (both days inclusive).

Kindly take the same on your record and acknowledge the same.

Thanking you,

Yours faithfully,

FOR CISTRO TELELINK LIMITED


ARUN KUMAR SHARMA
DIRECTOR
DIN: 00369461



CISTRO TELELINK LIMITED

(L19201MP1992PLC006925)

Regd Office: 206, Airen Heights, AB Road, Indore 452010,
Madhya Pradesh

Tel No.:0731-2555022; Fax No.:0731-2555722

Email ID -cistrotelelink@gmail.com

Website: www.cistrotelelink.net

27th
Annual Report
2018-2019

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Naresh Agarwal	Chief Executive Office
Mr. Pyarelal Verma (DIN-01691381)	Chief Financial Officer (Ceased from the post of Director w.e.f. 7 th September, 2017)
Mr. Arun Kumar Sharma (DIN-00369461)	Non-Executive Director & Compliance officer
Mr. Bandana Singh (DIN -08008601)	Independent Non- Executive Director (Appointed w.e.f. 11 th August, 2018)
Ms. Renu Singh (DIN-00860777)	Independent Non-Executive Director
Mr. Ganeshbhai Sengadani (DIN-06647090)	Independent Non-Executive Director

AUDITORS:

C.P.Jaria & Co

Chartered Accountants,
M-28, Super Tex Tower, Opp. Kinnary Cinema, Ring Road, Surat- 395002.

SECRETARIAL AUDITORS

HS Associates,
Company Secretaries,
Mumbai

BANKERS:

The Financial Co-op. Bank Ltd.

REGISTRAR & SHARE TRANSFER AGENTS:

Ankit Consultancy Pvt.Ltd.

60, Electronic Complex,
Pardeshipura, Indore (M.P.) 452010
Email id: - ankit_4321@yahoo.com
Tel.:0731-3198601-602, 2551745-46
Fax: 0731-4065798

REGISTERED OFFICE:

206, Airen Heights,
A.B.Road,
Indore,
Madhya Pradesh: 452010.
Email id:- cistrotelelink@gmail.com
Tel.: 0731-2555022
Fax No.:0731-2555722

SHARES LISTED AT:

BSE Limited, Mumbai
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400 001.

ANNUAL GENERAL MEETING:

Date: 27th September, 2019
Time: 03.00 P.M.
Place: 206, Airen Heights, AB Road, Indore,
Madhya Pradesh – 452010.
Visit us at www.cistrotelelink.net

CONTENTS

Sr. No.	Particulars	Page No.
1.	Notice of the Annual General Meeting	1-5
2.	Directors' Report	6-8
3.	Secretarial Audit Report(MR-3)	9-10
4.	Extract of Annual Return	11-14
5.	Management Discussion and Analysis Report	16
6.	CEO/CFO Certification	17
7.	Auditor's Report	18-21
8.	Balance Sheet	22
9.	Profit & Loss Account	23
10.	Cash Flow Statement	24
11.	Notes forming part of the Financial Statements	25-28
12.	Attendance Slip	29
13.	Proxy Form	29
14.	Cancellation or Variation of Nomination Form	31
15.	Nomination Form	32
16.	Assent/ Dissent Form	33

CISTRO TELELINK LIMITED

CIN No: L19201MP1992PLC006925

Reg Office: 206, Airen Heights, AB Road, Indore 452010, Madhya Pradesh

Tel No.:0731-2555022; Fax No.:0731-2555722

Email ID-cistrotelelink@gmail.com Website: www.cistrotelelink.net**NOTICE OF AGM**

NOTICE IS HEREBY GIVEN THAT THE 27TH ANNUAL GENERAL MEETING OF THE MEMBERS OF CISTRO TELELINK LIMITED WILL BE HELD ON FRIDAY THE 27TH SEPTEMBER, 2019 AT 03.00 P. M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 206, AIREN HEIGHTS, AB ROAD INDORE, MADHYA PRADESH – 452010 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2019 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Arun Kumar Sharma (DIN: 00369461), who retires by rotation and being eligible, seeks for re-appointment.

SPECIAL BUSINESS:

3. To consider and if thought fit to pass with or without modification(s) the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 4 and Section 13 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, approval of the members be and is hereby accorded to amend the Memorandum of Association of the Company by deleting the Object Clauses of the Company mentioned under Clause III (C) – Other Objects and all the clauses shall be renumbered from 1 to 23 (both inclusive) of revised Memorandum of Association of the Company.

FURTHER RESOLVED THAT in accordance with the Table A of the Schedule I of the Act, the Clause III (A) and III (B) of the Memorandum of Association of the Company, be renamed as under:

Clause III (A) – The Main Object To Be Pursued By The Company Is:

Clause III (B) – Matters which are necessary for furtherance of the objects specified in Clause III (A) are:

FURTHER RESOLVED THAT any Director of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

4. To consider and if thought fit to pass with or without modification(s) the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Ms. Renu Manendra Singh (DIN: 00860777), who was appointed as a Non-Executive Independent Director of the Company for a term of five years up to March 31, 2019, by the members at the 22nd Annual General Meeting, in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as a Non-Executive Independent Director of the Company for a second term of five consecutive years commencing from April 1, 2019 up to March 31, 2024, not liable to retire by rotation.”

By Order of the Board
CISTRO TELELINK LIMITED

Sd/-

ARUN KUMAR SHARMA
(DIRECTOR)
DIN NO: 00369461

DATE : 4th September, 2019

PLACE : INDORE

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) OF THE COMPANY MAY APPOINT A PROXY TO ATTEND AND, ON A POLL, VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy should be deposited at the Registered Office of the Company not less than forty-eight hours before commencement of the Annual General Meeting. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty in number and holding in the aggregate

- not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital carrying voting rights may appoint single person as a proxy and such person shall not act as proxy for any other member.
2. During the period beginning 24 hours before the time fixed for the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than three days of notice in writing is given to the Company.
 3. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
 4. Corporate members intending to send their authorized representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with their specimen signatures authorizing their representative(s) to attend and vote on their behalf at the AGM to the Company's Registrar and Transfer Agent, **Ankit Consultancy Pvt. Ltd.** 60, Electronic Complex, Pardeshipura, Indore -452010(M.P.).
 5. A route map showing directions to reach the venue of the 27th AGM is given along with this Annual Report as per the requirement of the "Secretarial Standards - 2" on General Meetings.
 6. As a measure of austerity, copies of the Annual Report will not be distributed at the AGM. Members are, therefore, requested to bring their copies of the Annual Report to the Meeting.
 7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM. The Register of Contracts or Agreements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
 8. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 21st September, 2019 to Friday, 27th September 2019. (both days inclusive).
 9. Electronic copy of the Notice convening the 27th AGM of the Company, Annual Report along with the Attendance Slip and Proxy Form are being sent to the members who have registered their email ids with the Company / Depository Participant(s). For members who have not registered their email ids, physical copies of the aforementioned documents are being sent in the permitted mode.
 10. Members who have not registered their email address so far, are requested to register their email ids for receiving all communications including Annual Report, Notices, etc., from the Company electronically.
 11. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 hereinafter referred to as 'Listing Regulations' (including any statutory modification(s) and / or re-enactment(s) for the time being in force), the members are provided with the following alternatives by which they may cast their votes:
 - (i) By electronic means through the remote e-voting platform provided by CDSL. The process for voting through e-voting is annexed hereto. The remote e-voting period will commence on Tuesday, 24th September, 2019 at 9.00 a.m. and will end on Thursday, 26th September, 2019 at 5.00 p.m. During this period, members of the Company holding shares either in physical or dematerialized form, as on the cut-off date, i.e. 20th September, 2019, may cast their vote by remote e-voting. The remote e-voting module will be disabled by CDSL for voting thereafter.
 - (ii) Members who do not have access to remote e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Prasad R. Chavan, Partner of HS Associates, (Membership No. 49921, COP: 20415), at the Registered Office of the Company not later than by Thursday, 26th September, 2019. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 20th September, 2019 have the option to request for physical copy of the Ballot Form by sending an e-mail to cistrotelelink@gmail.com or rtaindore@gmail.com by mentioning their Folio / DP ID and Client ID No. Ballot Forms received after 5.00 p.m. on Thursday, 26th September, 2019 will be treated as invalid. A member can opt for only one mode of voting i.e. either through remote e-voting or by Ballot. If a member casts vote by both modes, voting done through remote e-voting shall prevail and Ballot shall be treated as invalid.
 - (iii) The facility of voting shall also be made available at the AGM venue for the members who have not cast their votes earlier.
 12. Members who have cast their votes by remote e-voting or by Ballot Form prior to the AGM may also attend the Meeting but they shall not be entitled to cast their vote again.
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13. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital in the Company as on the cut-off date i.e. Friday, 20th September, 2019.
14. The Securities Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to **Ankit Consultancy Pvt. Ltd.**
15. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to **Ankit Consultancy Pvt. Ltd.**, Company's R&T Agent. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.
16. The instructions for shareholders voting electronically are as under:
- The voting period begins on Tuesday, 24th September, 2019 at 9.00 a.m. and will end on Thursday, 26th September, 2019 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 20th September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - The shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on Shareholders.
 - Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - If you are holding shares in DEMAT form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - If you are a first-time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	For demat shareholders: Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department. For physical shareholders, please use the first two letters of your name and the 8 digits of the sequence number in the PAN field. · In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. - If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the **EVSN 190831046** for the relevant **CISTRO TELELINK LIMITED** on which you choose to vote.
- On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodians are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
 - In case you have any queries regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
- 17. In case of members receiving the physical copy:**
- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com
- 18.** If you are already registered with CDSL for e-voting then you can use your existing user ID and password/ PIN for casting your vote.
- 19.** You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- 20.** Information required under Regulation 36(3) of the Listing Regulations (relating to Corporate Governance) with respect to the Directors retiring by rotation and being eligible seeking re-appointment is as under:

By Order of the Board
CISTRO TELELINK LIMITED

Sd/-

DATE : 4TH SEPTEMBER, 2019
PLACE : INDORE

MR. ARUN KUMAR SHARMA
(DIRECTOR)
DIN NO: 00369461

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013.

As required by Section 102 of the Companies Act, 2013 ("Act") the following explanatory statement sets out all material facts relating to the business mentioned under item No. 3 of the accompanying Notice:

Item No. 3

CISTRO TELELINK LIMITED was incorporated on 12th February, 1992 under the provisions of the Companies Act, 1956.

Upon enactment of the Companies Act, 2013, the Memorandum of Association of the Company were required to be re-aligned as per the provisions of the new Act.

Your directors in its meeting held on 14th August, 2019 had approved (subject to the approval of members) the amendment in the Memorandum of Association of the Company with respect to the following:

Clause III (A) – The Main Object To Be Pursued By The Company Is:

Clause III (B) – Matters which are necessary for furtherance of the objects specified in Clause III (A) are:

Clause III (C) – Other objects have been deleted and Renumbered from 1 to 23 (both inclusive);

The draft of the amended Memorandum of Association proposed for approval, are circulated along with this notice of the Annual General Meeting and also available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company and copies thereof shall also be made available for inspection at the Corporate Office of the Company and also at the place of the meeting on the meeting day.

In terms of Section 4 and 13 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for proposed amendments in the Memorandum of Association of the Company.

Your Directors commend passing of this resolution by way of a special resolution.

None of the directors, KMPs, or their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no. 3 of the notice except to the extent of their shareholding in the Company.

Item No. 4

Mrs. RenuManendra Singh, is a Non-Executive Independent Director of the Company. She joined the Board of Directors of the Company in May, 2014. Pursuant to the Act, Mrs. RenuManendra Singh, was appointed as a Non-Executive Independent Director to hold office for five consecutive years, by the Members of the Company in the 22nd AGM held on 29th September, 2014.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mrs. RenuManendra Singh, being eligible for re-appointment as an Independent Director and offering herself for re-appointment, is proposed to be re-appointed as an Independent Director for another term of five consecutive years 27th April, 2019 to 26th April, 2024.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. RenuManendra Singh as an Independent Director.

Accordingly, the Board recommends Special Resolution in relation to eligibility and re-appointment of Mrs. RenuManendraSinghas a Non-Executive Independent Director for another term of five consecutive years with effect from 27th April, 2019 to 26th April, 2024, for the approval by the shareholders of the Company.

Except Mrs. RenuManendra Singh, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice of the AGM. Mrs. RenuManendraSinghis not related to any Director of the Company.

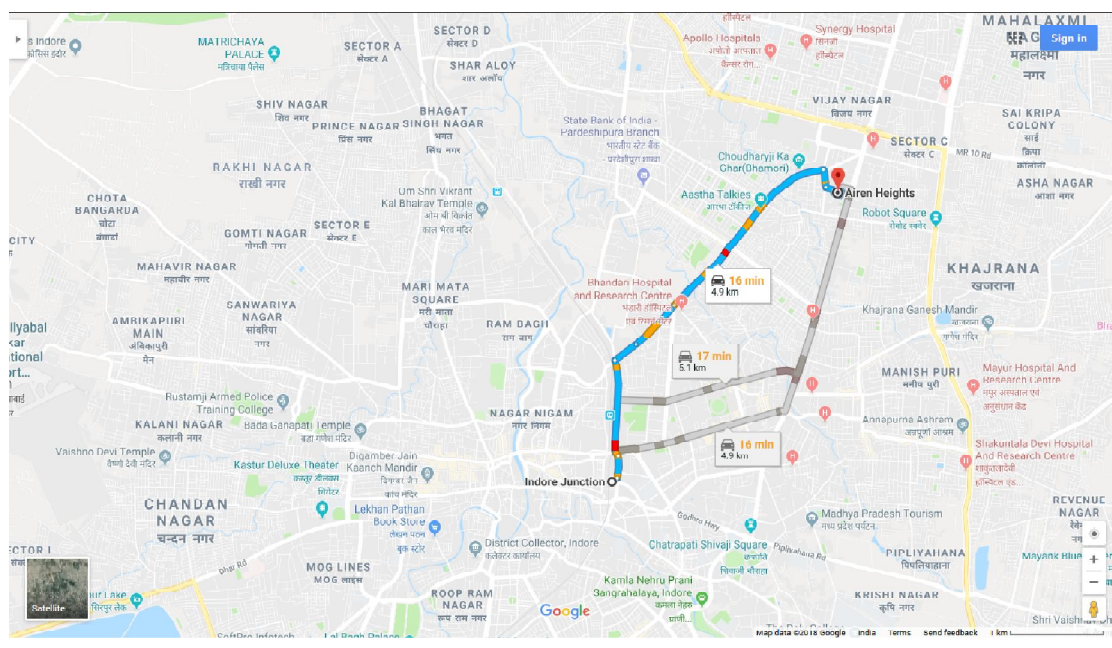
By Order of the Board
CISTRO TELELINK LIMITED

Sd/-

DATE : 4TH SEPTEMBER, 2019
PLACE : INDORE

MR. ARUN KUMAR SHARMA
(DIRECTOR)
DIN NO: 00369461

Route Map for Annual General Meeting



DIRECTOR'S REPORT

To
The Members
CISTRO TELELINK LIMITED.

Your Directors have great pleasure in presenting **27th ANNUAL REPORT** along with the Audited Balance Sheet and Profit and Loss Account, for the year ended **31st March, 2019**.

1. FINANCIAL RESULTS:**(Rs. in Lacs)**

PARTICULARS	Year ended	
	2019	2018
Profit Before Interest and Depreciation	—	—
Less: Finance Cost	955685	614777
Less: Depreciation	—	—
Profit/(Loss) before tax	(955685)	(614777)
Less: Current Tax	—	—
Deferred Tax	—	—
Profit/(Loss) After Tax	(955685)	(614777)
Less: Foreign Exchange Fluctuation Gain - Unrealized	—	—
Profit for the Year	(955685)	(614777)

2. FINANCIAL OPERATIONS & STATE OF AFFAIRS OF THE COMPANY:

During the year Company has reported total loss of Rs. 9,55,685/- (Rupees Nine Lakhs Fifty-Five Thousand Six Hundred Eighty-Five Only).

3. DIVIDEND AND TRANSFER TO RESERVES:

As the Company is suffering losses, no dividend was declared during the year. No amount is being transferred to reserves during the year under review.

4. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There were no material changes and commitments affecting the financial position of the Company between the end of the financial year of the Company to which the financial statements relate and the date of the report.

5. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

During the year under review Mrs. Bandana Singh appointed as Additional Independent Non-Executive Director with effect from 11th August 2018 and Regularised as an Independent Non-Executive Director in the Annual General Meeting held 17th September, 2018.

Mr. Pralhad Singh Tomar (DIN: 02994181) has resigned from post of Director with effect from 11th August 2018. Ms. Pooja Jain appointed as Company secretary with effect from 20th November 2018.

Mr. Naresh Kumar Agarwal appointed as an Additional Director with effect from 14th February, 2019.

Mr. Om Prakash Madhogarhia (DIN: 05330865) vacated from the post of Director and Disqualified under Section 164(2)(a), be and is hereby noted and accepted his vacation with immediate effect from the date of the circular issued dated on 31st December, 2018.

6. NUMBER OF BOARD MEETINGS:

During the financial year, the Board of Directors had met **Six times**.

7. DIRECTORS RESPONSIBILITY STATEMENT:

The Board of Directors hereby confirms:

- That in the preparation of the annual accounts, the applicable accounting standard had been followed along with proper explanation relating to material departures.
- That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the Profit or Loss of the Company for that period.
- That the Directors have taken proper and sufficient care for the maintenances of adequate accounting records in accordance with the provision of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- That the Directors have prepared the Annual accounts on a going concern basis.
- That the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- That the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating.

8. DEPOSITS:

The Company has not accepted Fixed Deposits within the meaning of Section 74 of the Companies Act, 2013 and Rules framed there under are complied with. There are no deposits which have not been claimed by depositors or paid by the company after the date on which the deposit became due for repayment or renewal, as the case may be, according to the contract with the depositors & there are no total amounts due to the depositors & remaining unclaimed or unpaid.

9. SECRETARIAL AUDITOR & REPORT:

The Board of Directors of the Company has appointed M/S. HS Associates, Practicing Company Secretary, to conduct the Secretarial Audit and their Report on Company's Secretarial Audit is appended to this Report as Annexure I.

Auditors Observations:

1. The Company has not published notice of Board Meeting and Financial results in English and regional language newspaper as per Regulation 47(1) a & b of Listing Obligations and Disclosure Requirements, Regulations, 2015.
2. The company does not have a functional website as per Regulation 46 of SEBI (LODR) Regulations, 2015.
3. During the year, Balance Sheet is not signed by the Company Secretary. Also, the Company have received Notice on 12th February, 2019 from Bombay Stock Exchange regarding of Non-appointment of Compliance Officer for the Quarter ended December, 2018 with fine of Rs. 59,000/-.

Directors Comment:

1. The Company will publish the yearly/quarterly results and notice of Board Meeting in the requisite newspapers as applicable as per Regulation 47(1) a & b of Listing Obligation and Disclosure Requirements, Regulations 2015.
2. The Company is in process to update the Website of the Company to comply with the law.
3. Board approved the appointment of Company Secretary of Ms. Pooja Surendra Jain w.e.f. 20th November, 2018.

10. EXTRACT OF ANNUAL RETURN:

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in Annexure-II and is attached to this Report.

11. INTERNAL AUDITORS:

As per Section 138 of the Companies Act, 2013, the Company has appointed M/s. Phophalia S & Associates., Internal Auditors for the year 2018-2019 to conduct the internal audit and to ensure adequacy of the Internal controls, adherence to Company's policies and ensure statutory and other compliance through, periodical checks and internal audit.

12. STATUTORY AUDITORS:

M/s. C.P. Jaria & Co., Chartered Accountants Auditors having firm registration No. 104058W, Surat were appointed as Statutory Auditors of the Company for a period of 5 years, in the last AGM held on 23rd September, 2017. As per Companies (Amendment) Act, 2017 notified on 7th May, 2018 the provisions regarding to the ratification of Auditor in every AGM has been done away.

13. COMMENTS ON AUDITOR'S REPORT:

There are no qualifications, reservations or adverse remarks or disclaimers made by M/s. C.P. Jaria & Co, Statutory Auditors, in their report. The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company in the year under review.

14. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

The particulars of investment made under Section 186 of the Companies Act, 2013 have been disclosed in the financial statements in Schedule 7 of the Balance Sheet.

15. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

There are no related party transactions during the year.

The particulars of contracts or arrangements with related parties referred to in Section 188(1), as prescribed in Form AOC - 2 of the rules prescribed under Chapter IX relating to Accounts of Companies under the Companies Act, 2013, is appended as Annexure III to Director's Report.

16. RISK MANAGEMENT POLICY:

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed also discussed at the meetings of the Audit Committee and the Board of Directors of the Company.

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. Significant audit observations and follow up actions thereon are reported to the Audit Committee.

17. DECLARATION OF INDEPENDENT DIRECTORS:

The Independent Directors have submitted their disclosures to the Board that they fulfil all the requirements as stipulated in Section 149(7) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

18. POLICY ON DIRECTORS APPOINTMENT, REMUNERATION & BOARDS PERFORMANCE:

During the year, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

19. COMMITTEES OF THE BOARD:

During the year, in accordance with the Companies Act, 2013, the Board re-constituted some of its Committees. There are currently three Committees of the Board, as follows:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee

20. CONSERVATION OF ENERGY, TECHNOLOGY & FOREIGN EXCHANGE:

Since the Company is not a manufacturing unit provision of Section 134(m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 regarding conservation of energy, technology absorption is not applicable.

21. WHISTLE BLOWER POLICY/VIGIL MECHANISM:

The Company has established a vigil mechanism for Directors and employees to report their genuine concerns.

22. SUBSIDIARIES AND ASSOCIATE COMPANY'S:

As on 31st March, 2019, Company has no subsidiaries and associate companies.

23. CORPORATE GOVERNANCE:

The company falls under the criteria 15(2) (a) of the Listing Obligations & Disclosure requirements (LODR) Regulations, 2015 as the Paid-up capital of the company was below Rs. 10 Crores and net worth was below Rs. 25 Crores as on the last day of the previous financial year.

As on 31st March, 2019 the Company's Paid up Capital was Rs. 5,13,43,000/- (Rupees Five Crore Thirteen LakhsForty-ThreeThousand only) and Net worth is of Rs. 4,60,94,438/- (Rupees Four Crore Sixty Lacs Ninety-FourThousand Four HundredThirty-Eight only).

Hence compliance with Corporate Governance provisions as per Listing Obligations & Disclosure requirements (LODR) Regulations, 2015 are not applicable to company.

24. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:

The Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of the Listing Agreement with the Stock Exchanges in India, is annexed to this report. (Annexure IV)

25. MEETING OF INDEPENDENT DIRECTORS:

The Independent Directors met once during the year to review the working of the Company, its Board and Committees. The meeting decided on the process of evaluation of the Board and Audit Committee. It designed the questionnaire on limited parameters and completed the evaluation of the Board by Non-Executive Directors and of the Audit committee by other members of the Board. The same was complied by Independent authority and informed to the members.

26. PARTICULARS OF REMUNERATION OF EMPLOYEES AND DIRECTORS

No details as required under section 197 (12) of the Companies Act 2013 and Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, have been provided as there are no employees in the Company during the Year and the Directors of the Company do not draw any Remuneration.

The Nomination and Remuneration Committee of the Company has affirmed at its meeting that the Directors of the Company do not draw any Remuneration. The Policy of the Company on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of section 178 is available on Company's website:

27. ANNUAL EVALUATION BY THE BOARD:

In compliance with the Companies Act, 2013, and Regulation 17 of the Listing Regulations, 2015 the performance evaluation of the Board and its Committees were carried out during the year under review.

The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- i. Attendance of Board Meetings and Board Committee Meetings.
- ii. Quality of contribution to Board deliberations.
- iii. Strategic perspectives or inputs regarding future growth of Company and its performance.
- iv. Providing perspectives and feedback going beyond information provided by the management.
- v. Commitment to shareholder and other stakeholder interests.
- vi. The evaluation involves Self-Evaluation by the Board Member and subsequently assessment by the Board of Directors. A member of the Board will not participate in the discussion of his / her evaluation.

28. VIGIL MECHANISM POLICY

The Board of Directors of the Company has, pursuant to the provisions of Section 178(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, framed "Whistle Blower Policy" for Directors and employees of the Company to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any, financial statements and reports, etc.

The Company has also provided direct access to Chairman of Audit Committee on reporting issues concerning the interests of co-employees and the Company. The Vigil Mechanism Policy is available at the website of the company: <http://cressandasolutionsltd.com/>. No instance under the Whistle Blower Policy was reported during the financial year 2018-19

29. POLICY ON SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The Company has zero tolerance towards sexual harassment at the workplace and towards this end, has adopted a policy in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. All employees (permanent, contractual, temporary, trainees) are covered under the said policy. The company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and it redresses complaints received on sexual harassment. During the financial year under review, the Company has not received any complaints of sexual harassment from any of the employees of the Company.

30. LISTING OF SHARES:

The Equity Shares of the Company listed on BSE Limited. Further Company has received notice of fine of Rs. 59,000/- from BSE Limited for Non-compliance of Reg. 6(1) of LODR.

31. SECRETARIAL STANDARDS:

Since the Business and operations of the Company are inoperative, hence company classified as Non-Operative Company and unable to comply with Secretarial Standards, i.e. SS-1 and SS-2 relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

32. CASH FLOW AND CONSOLIDATED FINANCIAL STATEMENTS:

As required under Regulation 34 of the Listing Regulations, a Cash Flow Statement is part of the Annual Report. The Company does not have any subsidiaries as on 31st March, 2019 and hence not required to publish Consolidated Financial Statements.

33. ACKNOWLEDGEMENTS:

Your Directors wish to place on record their appreciation of the support which the Company has received from its promoters, lenders, business associates including distributors, vendors and customers, the press and the employees of the Company.

BY ORDER OF BOARD

Sd/-

MR. ARUN KUMAR SHARMA
(DIRECTOR)
DIN NO:00369461

DATE : 14th August 2019
PLACE : INDORE

Secretarial Audit Report

Form No. MR-3

For Financial Year Ended On 31st March, 2019.

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

CISTRO TELELINK LIMITED.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **CistroTelelinkLimited** (hereinafter called "The Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company, books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. We hereby report that in our opinion, the Company has, during the audit year covering the financial year ended on 31st March, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers and minute books, Forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2019, to the extent applicable provisions of:

- I. The Companies Act, 2013 ("**The Act**") and the Rules made thereunder, as applicable;
- II. The Securities Contracts (Regulation) Act, 1956 ("**SCRA**") and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") were applicable during the period: -
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - e. The Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited

We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test – check basis, the Company has no operations, hence, majority of specific laws are not applicable to the company except Income Tax Act, 1961.

We have also examined compliance with the applicable clauses of the following:

- i) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015

During the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards and Listing Agreement/Obligations mentioned above subject to the following observations:

1. The Company has not published notice of Board Meeting and Financial results in English and regional language newspaper as per Regulation 47(1) a & b of Listing Obligations and Disclosure Requirements, Regulations, 2015.
2. The company does not have a functional website as per Regulation 46 of SEBI (LODR) Regulations, 2015.
3. During the year, Balance Sheet is not signed by the Company Secretary. Also the Company have received Notice on 12th February, 2019 from Bombay Stock Exchange regarding of Non-appointment of Compliance Officer for the Quarter ended December, 2018 with fine of Rs. 59,000/-.

We further report that:

The Board of Directors of the Company is duly constituted with balance of Executive Directors, Non-Executive Directors and Independent Directors. During the year under review OM PRAKASH MADHOGARHIA, ceased from the post of Whole-Time Director for vacation of office with effect from 31st December, 2018 due to disqualified by Registrar of Companies, Ahmadabad. The changes in the composition of the Board of Directors were took place during the year under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We Further Report That there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period:

- Board Approved Appointment of Mrs. Bandana Singh as an Additional Independent Non-Executive Director w.e.f. 11th August, 2018
- Board Approved resignation of Mr. Prahlad Singh Tomar (Din: 02994181) as a Director w.e.f. 11th August, 2018.
- Board Approved Ms. Pooja Jain appointed as a Company secretary & Compliance Officer of the Company w.e.f. 20th November, 2018.
- Board Approved Appointment of Mr. Naresh Kumar Agarwal as an Additional Director w.e.f. 14th February, 2019
- Mr. Om Prakash Madhogarhia (DIN:05330865) vacated from the post of Director and Disqualified under Section 164 (2)(a), he and is hereby noted and accepted his vacation with immediate effect from the date of the circular issued dated on 31st December, 2018.
- The Company in its 26th Annual General Meeting held on Saturday; 29th September, 2018 passed following resolutions:
 - Investment(S), Loans, Guarantees and Security in excess of limits specified under section 186 of Companies Act, 2013
 - Approved Regularisation of Mrs. Bandana Singh as an Independent Non-Executive Director.
- As on the date of this report it is observed that, some of the Body Corporate Shareholders appearing in public category in the List of Shareholders of the Company have been struck off from the MCA portal, further in the same list it was also observed that details of some of the Body corporates were not available on in the master data section of MCA portal.

Date : 14TH August, 2019

Place : Mumbai

**For HS Associates
Company Secretaries
Prasad R. Chavan
Partner
ACS No.: 4992
CP No.: 20415**

This report is to be read with our letter of even date which is annexed as Annexure A and forms as integral part of this report.

Annexure A

To,
The Members,
Cistro Telelink Limited
Indore

Our report of even date is to be read along with this letter.

Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records. We believe that processes and practices, we followed provide a reasonable basis for our opinion.

We have not verified the correctness and appropriateness of financial records and Books of Accounts, and related documents of the Company.

Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulation and happening of events, etc.

The Compliance of the provisions of Corporate and the other applicable laws, rules, regulations, standards is the responsibility of Management. Our examination was limited to the verification of procedures on test basis.

The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Date : 14TH August, 2019

Place : Mumbai

**For HS Associates
Company Secretaries
Prasad R. Chavan
Partner
ACS No.: 4992
CP No.: 20415**

MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN:-	L19201MP1992PLC006925
ii)	Registration Date:-	12/02/1992
iii)	Name of the Company:-	CISTRO TELELINK LIMITED
iv)	Category / Sub-Category of the Company	Company limited by shares Indian Non-Government Company
v)	Address of the Registered office and contact details:-	206, Airen Heights, AB Road, Indore-452010. Telephone No.: 0731-2555022 Fax No.: 0731-2555722
vi)	Whether listed company:-	Yes
vii)	Name, Address and Contact details of Registrar and Transfer	Ankit Consultancy Pvt. Ltd. 60, Pardeshipura, Electronic Complex, Indore Madhya Pradesh - 452 010. Tel.:0731-2551745, 2551746 Fax:0731-4065798

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product	% to total turnover of the Company
1.	Telecommunications	61	Not Applicable

III. PARTICULARS OF ASSOCIATE COMPANIES -

Sr. No.	Name and Address of the Company	CIN /GLN	Holding/ Subsidiary/ of the Company	% of Shares held	Applicable Section
Your Company has no associate, Joint venture or subsidiary companies.					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	400000	0	400000	0.78	400000	0	400000	0.78	-
b) Central Govt.	0	0	0	0	0	0	0	0	-
c) State Govt (s).	0	0	0	0	0	0	0	0	-
d) Bodies Corp.	0	0	0	0	0	0	0	0	-
e) Bank/ FI	0	0	0	0	0	0	0	0	-
f) Any Other	0	0	0	0	0	0	0	0	-
1. Directors	0	0	0	0	0	0	0	0	-
2. Directors Relative	0	0	0	0	0	0	0	0	-
Sub-Total (A)(1)	400000	0	400000	0.78	400000	0	400000	0.78	-

(2) Foreign									
a) NRIs-Individuals	0	0	0	0	0	0	0	0	-
b) Other-Individuals	0	0	0	0	0	0	0	0	-
c) Bodies Corp.	0	0	0	0	0	0	0	0	-
d) Bank/ FI	0	0	0	0	0	0	0	0	-
e) Any Other	0	0	0	0	0	0	0	0	-
Sub-Total (A)(2)	0	0	0	0	0	0	0	0	-
Total shareholding of Promoter (A) (A)(1) + (A)(2)	400000	0	400000	0.78	400000	0	400000	0.78	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Bank/ FI	0	2000000	2000000	3.90	0	2000000	2000000	3.90	-
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt (s).	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-Total (B)(1)	0	2000000	2000000	3.90	0	2000000	0	3.90	-
2. Non- Institutions									
a) Bodies Corp.	0	0	0	0	0	0	0	0	0
i) Indian	1313547	4755000	6068547	11.82	3298988	48000	3346988	6.52	-5.30
i) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	2063244	22624000	24687244	48.08	2177803	19232000	21409803	41.70	-6.38
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	3344208	10406000	13750208	26.78	3344208	18405000	21749208	42.36	15.58
c) Others (specify)	0	0	0	0	0	0	0	0	0
(c-i) CLEARING MEMBER	5000	0	5000	0.01	5000	0	5000	0.01	-
(c-ii) OFFICE BEARERS	0	0	0	0	0	0	0	0	0
(c-iii) NON RESIDENT INDIANS (REPAT)	1	4432000	4432001	8.63	1	4432000	4432001	8.63	0
(c-iv) HUF	0	0	0	0	0	0	0	0	0
Sub-Total (B)(2)	6726000	42217000	48943000	95.32	8826000	42117000	50943000	99.22	3.90
Total Public shareholding (B) (B)(1) + (B)(2)	6726000	44217000	50943000	99.22	8826000	42117000	50943000	99.22	-
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total(A+B+C)	7126000	44217000	51343000	100	9226000	42117000	51343000	100	-

(ii) Shareholding of Promoters

Sr No	Shareholder s Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
(1)	SANJEEV ARORA	3,50,000	0.68	-	3,50,000	0.68	-	-
(2)	ARUN KUMAR MALHOTRA	50,000	0.10	-	50,000	0.10	-	-
	TOTAL	4,00,000	0.78	-	4,00,000	0.78	-	

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
	At the beginning of the year	There is no change in promoter shareholding during the year.			
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the End of the year				

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Top 10 Shareholders	Shareholding at the beginning of the year- 1 st April, 2018		Shareholding at the end of the year- 31 st March, 2019	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Shrikrishana Pandey	3407000	6.64	7800000	15.19
2.	Gobind Nihalani	3400000	6.62	3400000	6.62
3.	Satyender Singh Gupta	2550000	4.97	2550000	4.97
4.	Devki Leasing & Finance Ltd.	2100000	4.09	0	0
5.	Madhya Pradesh Financial Corporation	2000000	3.90	0	0
6.	Kukreja Footcare Ltd	1997000	3.89	0	0
7.	Shilpa Timbadia	1384000	2.70	1384000	2.70
8.	Subhash Patle	1358300	2.65	1358300	2.65
9.	Jamnadas Sheth	1000000	1.95	1000000	1.95
10.	Varshaben Gandhi	862438	1.68	862438	1.68
	TOTAL	20058738	39.09	18354738	35.76

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Shareholding at the end of the year-	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Arun Kumar Sharma	0	0	0	0
2.	Renu Singh	0	0	0	0
3.	Pyarelal Gulabchand Verma	0	0	0	0
4.	Prahlad Singh Tomar	0	0	0	0
5.	Om Prakash Madhogarhia	0	0	0	0
6.	Ganeshbhai Sengadani	0	0	0	0

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	9,19,844	-	9,19,844
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	9,19,844	-	9,19,844
Change in Indebtedness during the financial year				
· Addition	-	-	-	-
· Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	9,19,844	-	9,19,844
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	9,19,844	-	9,19,844

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

- A. Remuneration to Managing Director, Whole-Time Directors and/or Manager:
No remuneration was paid therefore no details are given.
- B. Remuneration of other directors:
No remuneration was paid therefore no details are given.
- C. Remuneration to Key Managerial Personnel other than MD/ Manager/ WTD
No remuneration was paid therefore no details are given.

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

	Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal, if any (give details)
A.	Company					
	Penalty	-----	-----	-----	-----	-----
	Punishment	-----	-----	-----	-----	-----
	Compounding	-----	-----	-----	-----	-----
B	Directors	-----	-----	-----	-----	-----
	Penalty	-----	-----	-----	-----	-----
	Punishment	-----	-----	-----	-----	-----
	Compounding	-----	-----	-----	-----	-----
C	Other officers in Default					
	Penalty	-----	-----	-----	-----	-----
	Punishment	-----	-----	-----	-----	-----
	Compounding	-----	-----	-----	-----	-----

For CISTRO TELELINK LIMITED

Sd/-

DATE : 14th AUGUST, 2019
PLACE : INDORE

MR. ARUN KUMAR SHARMA
(DIRECTOR)
DIN NO:00369461

PYARELAL VERMA
(CFO)

FORM NO. AOC - 2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies(Accounts) Rules, 2014]

Form for disclosure of particulars of contracts / arrangements entered into by CistroTelelink Limited with the related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms-length transactions under third proviso thereto.

1.	Details of contracts or arrangements or transactions not at arm's length basis: (a) Name(s) of the related party and nature of relationship (b) Nature of contracts/arrangements/transactions (c) Duration of the contracts / arrangements/transactions (d) Salient terms of the contracts or arrangements or transactions including the value, if any (e) Justification for entering into such contracts or arrangements or transactions (f) date(s) of approval by the Board (g) Amount paid as advances, if any (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	NIL
2.	Details of material contracts or arrangement or transactions at arm's length basis (a) Name(s) of the related party and nature of relationship (b) Nature of contracts/arrangements/transactions (c) Duration of the contracts / arrangements/transactions (d) Salient terms of the contracts or arrangements or transactions including the value, if any (e) Date(s) of approval by the Board, if any: (f) Amount paid as advances, if any	NIL

For **CISTRO TELELINK LIMITED**

Sd/-

ARUN KUMAR SHARMA

(DIRECTOR)

DIN NO: 00369461

DATE : 14th AUGUST, 2019

PLACE : INDORE

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**A) INDUSTRY STRUCTURE AND DEVELOPMENT:**

In India, there are various kinds of telecom services licenses, including access licenses i.e. basic/fixed service, cellular, Unified Access (basic + cellular) service, carrier licenses i.e. national long distance and international long distance, licenses for internet services, VSAT licenses, IP-1 registration for passive infrastructure (towers, ducts, fibre) and IP-2 licenses for bandwidth.

The Indian Telecom Services Sector has witnessed tremendous growth in the recent past, primarily driven by intense competition, fallings tariffs and reforms in the regulatory set-up. Major Indian business houses have invested substantially in this sector. The Company is also at present in the business of trading of goods and textile business.

B) SEGMENTWISE PERFORMANCE:

As on date of this report, the Company has no segment, hence not applicable to the Company.

C) OPPORTUNITIES / OUTLOOK:

The Company is taking maximum efforts to capitalize on business opportunities & further expect a better outlook/ better profits in the coming years.

D) THREATS:

The threat for the Company is the unrestricted competition which is allowed in all the categories under the telecom services.

E) INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

Your Company has been maintaining an adequate internal control system commensurate with the size & nature of its business. The Internal control system is improved and modified continuously to meet the changes in business conditions, statutory and accounting requirements.

F) HUMAN RESOURCES POLICIES:

Your company considers its human resources as its most valuable assets, among all other assets of the Company. The Company has formulated sound policies for employee motivations and retentions. Also required training was given to the employees.

G) CAUTIONARY STATEMENT:

Due to unfavourable market conditions, your Company is facing profitability problems. However, your management is making optimum efforts to minimize the overheads & cost reduction.

H) RISKS AND CONCERN:

Your Company will take adequate majors to safeguard against Risks & Concerns as and when business will commence.

I) RATIO ANALYSIS:

Particulars	2018-19	2017-18	Change
Debtors Turnover Ratio	0.00	0.00	0.00
Inventory Turnover Ratio	0.00	0.00	0.00
Interest Coverage Ratio	0.00	0.00	0.00
Current Ratio	0.16	0.16	0.00
Debt Equity Ratio	0.09	0.09	0.00
Operation of Profit Margin Ratio %	0.00	0.00	0.00
Net Profit Margin Ratio %	0.00	0.00	0.00
Return on Net wealth %	-2.07	-1.31	-0.76

**BY THE ORDER OF THE BOARD
CISTRO TELELINK LIMITED**

Sd/-

**DATE : 14th AUGUST, 2019
PLACE : INDORE**

**ARUN KUMAR SHARMA
(Director)
DIN NO:00369461**

CEO/CFO CERTIFICATION

To,
The Board of Directors,
CISTRO TELELINK LIMITED
206, Airen Heights, A.B. Road, Indore, Madhya Pradesh – 452 010

We, Naresh Agarwal, CEO and Pyarelal Verma, CFO of the Company do hereby certify that:

1. We have reviewed the financial statement and the cash flow statements for the year and that to the best of our knowledge and belief:
 - a. These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
 - b. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit Committee:
 - a. Significant changes, if any, in internal control over financial reporting during the year;
 - b. Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and.
 - c. Instances of significant fraud, if any, of which we have become aware and the involvement therein, if any, of management or an employee having a significant role in the Company's internal control system over financial reporting.

For Cistro Telelink Limited

Sd/-

NARESH KUMAR AGARWAL
Chief Executive Officer

DATE : 14TH AUGUST, 2019
PLACE : INDORE

DECLARATION

I, Naresh Agarwal, CEO of the Company hereby declare that all Board members and Senior Management personnel have affirmed compliance with the code on an annual basis.

For CISTRO TELELINK LIMITED

Sd/-

NARESH AGARWAL
Chief Executive Officer

DATE: 14TH AUGUST, 2019
PLACE: INDORE

INDEPENDENT AUDITOR'S REPORT

To,
The Members,
Cistro Telelink Limited

Opinion

We have audited the standalone financial statements of **CistroTelelink Limited** ("the Company"), which comprise the balance sheet as at 31st March 2019, and the statement of Profit and Loss, (statement of changes in equity) and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and loss, (changes in equity) and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, (changes in equity)¹ and cash flows of the Company in accordance with² the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that

the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on financial Statements.

Report on Other Legal and regulatory Requirements

1. As required by required by the Companies (Auditor's Report) Order,2016 ("the Order") issued by Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure-A, a statement on the matters specified in paragraph 3 & 4 of the Order.
2. As required by section 143(3) of the Act, we further report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our Audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss Account, Cash Flow Statement and Statement of changes in Equity dealt with this report are in agreement with the books of Accounts;
 - (d) In our opinion, the aforesaid financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with relevant rules thereunder as amended;
 - (e) On the basis of written representation received from the directors as on March 31, 2019 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as the directors in terms of Section 164(2) of the Act;
 - (f) With respect to the adequacy of the internal financial control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B";
 - (g) According to information and explanations given to us and based on our examination of the records of the Company, the Company had not paid/provided managerial remuneration hence requisite approvals mandated by the provisions of Sec 197 of the Act is not applicable;
 - (h) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit & Auditors) Rules, 2014:
 1. The Company does not have any pending litigation which would impact its financial position.
 2. The company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
 3. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education & Protection Fund. The question of delay in transferring such sums does not arise.

For C.P.Jaria & Co
Chartered Accountants
Sd/-
(P.K.Jain)
Partner
M.No.112020
F.No.104058W

Place : Indore
Date : 28/05/2019

ANNEXURE "A" TO THE AUDITOR'S REPORT

Annexure referred to in paragraph 1 of our report of even date to the members of CistroTelelink Limited on the accounts of the company for the year ended 31.03.19

On the basis of such checks as we considered appropriate and accordingly to the information and explanations given to us during the course of our audit, we report that:

S.No.	Particulars	Auditors Remark
(i) (a)	whether the company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;	Yes
b)	whether these fixed assets have been physically verified by the management at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of account;	Yes
(c)	whether the title deeds of immovable properties are held in the name of the company. If not, provide the details thereof;	NA
(ii)	whether physical verification of inventory has been conducted at reasonable intervals by the management and whether any material discrepancies were noticed and if so, whether they have been properly dealt with in the books of account;	NA

(iii)	whether the company has granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. If so,	Yes
(a)	whether the terms and conditions of the grant of such loans are not prejudicial to the company's interest;	No
(b)	whether the schedule of repayment of principal and payment of interest has been stipulated and whether the repayments or receipts are regular;	Yes
(c)	if the amount is overdue, state the total amount overdue for more than ninety days, and whether reasonable steps have been taken by the company for recovery of the principal and interest;	N.A.
(iv)	in respect of loans, investments, guarantees, and security whether provisions of section 185 and 186 of the Companies Act, 2013 have been complied with. If not, provide the details thereof.	Yes
(v)	in case, the company has accepted deposits, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder, where applicable, have been complied with? If not, the nature of such contraventions be stated; If an order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal, whether the same has been complied with or not?	No
(vi)	whether maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 and whether such accounts and records have been so made and maintained.	No
(vii) (a)	whether the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated;	Yes
(b)	where dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax have not been deposited on account of any dispute, then the amounts involved and the forum where dispute is pending shall be mentioned. (A mere representation to the concerned Department shall not be treated as a dispute).	N.A.
(viii)	whether the company has defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders? If yes, the period and the amount of default to be reported (in case of defaults to banks, financial institutions, and Government, lender wise details to be provided).	No
(ix)	whether moneys raised by way of initial public offer or further public offer (including debt instruments) and term loans were applied for the purposes for which those are raised. If not, the details together with delays or default and subsequent rectification, if any, as may be applicable, be reported;	N.A.
(x)	whether any fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year; If yes, the nature and the amount involved is to be indicated;	No
(xi)	whether managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act? If not, state the amount involved and steps taken by the company for securing refund of the same;	N.A.
(xii)	whether the Nidhi Company has complied with the Net Owned Funds to Deposits in the ratio of 1: 20 to meet out the liability and whether the Nidhi Company is maintaining ten per cent unencumbered term deposits as specified in the Nidhi Rules, 2014 to meet out the liability;	N.A.
(xiii)	whether all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards;	Yes
(xiv)	whether the company has made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and if so, as to whether the requirement of section 42 of the Companies Act, 2013 have been complied with and the amount raised have been used for the purposes for which the funds were raised. If not, provide the details in respect of the amount involved and nature of non-compliance;	N.A.

(xv)	whether the company has entered into any non-cash transactions with directors or persons connected with him and if so, whether the provisions of section 192 of Companies Act, 2013 have been complied with	No
(xvi)	whether the company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and if so, whether the registration has been obtained.	No

For C.P.Jaria & Co
Chartered Accountants
Sd/-
(P.K.Jain)
Partner
M.No.112020
F.No.104058W

Place : Indore
Date : 28/05/19

ANNEXURE-B TO THE AUDITOR'S REPORT

Report on the Internal Financial Controls under Clause (l) of Sub-Section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **M/S CistroTelelink Limited**("the Company") as on 31st March 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

MANAGEMENT RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the designs, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing issued by ICAI and deemed to be prescribed under section 143 (10) of the Companies Act 2013, to the extent applicable to an audit of internal financial controls-both applicable to an audit of Internal Financial Controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the Audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that in reasonable detail, accurately and fairly reflect the transactions and disposition of the assets of the Company. (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting ,including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion ,the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For C.P.Jaria & Co
Chartered Accountants**

Sd/-

(P.K.Jain)

Partner

M.No.112020

F.No.104058W

**Place : Indore
Date : 28/05/19**

BALANCE SHEET AS AT 31.03.2019

(in ₹)

PARTICULARS	NOTE	CURRENT YEAR	PRE. YEAR
ASSETS			
Non-Current Assets			
Property, Plant & Equipments	1	8,27,601	8,27,601
Capital Work in Progress		0	0
Intangible Assets		0	0
Intangible Assets under Development		0	0
Financial Assets			
Investments	2	16,00,000	16,00,000
Loans	3	4,24,98,707	4,35,23,707
Other Non-current Assets	4	49,05,090	49,05,090
Total Non-current Assets		4,98,31,398	5,08,56,398
Current Assets			
Inventories		0	0
Financial Assets			
Investments		0	0
Trade Receivables		0	0
Cash & Cash Equivalents	5	5,51,647	5,41,695
Loans		0	0
Other Financial Assets		0	0
Other Current Assets		0	0
Total Current Assets		5,51,647	5,41,695
Total Assets		5,03,83,045	5,13,98,093
EQUITY AND LIABILITIES			
Equity			
Equity Capital	6	5,13,43,000	5,13,43,000
Other Equity	7	(52,48,562)	(42,92,877)
Total Equity		4,60,94,438	4,70,50,123
Liabilities			
Non-current Liabilities			
Financial Liabilities			
Borrowings	8	9,19,844	9,19,844
Provisions		0	0
Deferred Tax Liabilities (Net)		0	0
Other Non-Current Liabilities		0	0
Total Non-current Liabilities		9,19,844	9,19,844
Current Liabilities			
Financial Liabilities			
Borrowings		0	0
Trade Payables	9	10,51,301	11,10,664
Other Financial Liabilities		0	0
Other Current Liabilities	10	23,17,462	23,17,462
Total Current Liabilities		33,68,763	34,28,126
Total Liabilities		42,88,607	43,47,970
Total Equity and Liabilities		5,03,83,045	5,13,98,093

As per our report of even date

For C.P.Jaria & Co

Chartered Accountants

Sd/-

(P.K.Jain)

Partner

M.No 112020

FRN 104058W

Place : INDORE

Date : 28/05/2019

FOR CISTRO TELEINK LTD

Sd/-

Mr. Pyarelal Verma

DIRECTOR-CFO

DIN:01691381

Sd/-

Mr. Naresh Agarwal

DIRECTOR-CEO

DIN: 00142999

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31.03.2019

(in ₹)

PARTICULARS	NOTE	CURRENT YEAR	PRE YEAR
INCOME			
Value of sales	11	0	0
Revenue from operations		<u>0</u>	<u>0</u>
Other Income	12	0	0
Total Income		<u>0</u>	<u>0</u>
EXPENSES			
Cost of Material Consumed		0	0
Purchase of Stock-in-trade		0	0
Changes in inventories of FG, WIP, Stock		0	0
Excise Duty & Service Tax		0	0
Employee benefit Expenses	13	2,37,600	1,17,000
Finance costs		0	0
Depreciation		0	0
Other expenses	14	7,18,085	4,97,777
Total Expenses		<u>9,55,685</u>	<u>6,14,777</u>
Profit Before Tax		(9,55,685)	(6,14,777)
Tax Expenses			
(1) Current Tax		0	0
(2) Deferred Tax		0	0
Profit for the year		<u>(9,55,685)</u>	<u>(6,14,777)</u>
Other Comprehensive Income			
Item that will not be re-classified to Profit & Loss		0	0
Income Tax related to above		0	0
Item that will be re-classified to Profit & Loss		0	0
Total Other Comprehensive income for the year (net)		0	0
Total Comprehensive income for the year		<u>(9,55,685)</u>	<u>(6,14,777)</u>
Earning per equity share			
(1) Basic		(0.02)	(0.01)
(2) Diluted		(0.02)	(0.01)

As per our report of even date

For C.P.Jaria & Co

Chartered Accountants

Sd/-

(P.K.Jain)

Partner

M.No 112020

FRN 104058W

Place : INDORE

Date : 28/05/2019

FOR CISTRO TELEINK LTD

Sd/-

Mr. Pyarelal Verma

DIRECTOR-CFO

DIN:01691381

Sd/-

Mr. Naresh Agarwal

DIRECTOR-CEO

DIN: 00142999

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

PARTICULARS	31.03.2019 Rs	31.03.2018 Rs
A CASH FLOW FROM OPERATING ACTIVITIES		
Profit before Taxation	(955685)	(614777)
Adjustment for:		
Depreciation	<u>0</u>	<u>0</u>
Operating Profit before working capital changes	(955685)	(614777)
Changes in working capital :-		
Increase/(Decrease) in trade payables	(59363)	0
(Increase)/Decrease in Long Term loans and advances	<u>1025000</u>	<u>1100000</u>
	965637	1100000
Cash generated from Operations	9952	485223
Less:- Taxes paid (For previous year)	<u>0</u>	<u>0</u>
Net Cash generated from operations before extraordinary items	9952	485223
Extraordinary items	<u>0</u>	<u>0</u>
Net Cash generated from operating activities (A)	<u><u>9952</u></u>	<u><u>485223</u></u>
B. CASH FLOW FROM INVESTING ACTIVITIES		
Fixed Assets Purchased	<u>0</u>	<u>-</u>
Net Cash generated from Investing activities (B)	<u><u>0</u></u>	<u><u>0.00</u></u>
C. CASH FLOW FROM FINANCING ACTIVITIES		
Increase/(Decrease) in Long Term Borrowing	<u>0</u>	<u>0</u>
Increase/(Decrease) in Share capital	<u>0</u>	<u>0</u>
Net Cash generated from Financing activities (C)	<u><u>0</u></u>	<u><u>0</u></u>
Net Increase/(Decrease) in cash and cash equivalents (A+B+C)	9952	485223
CASH & CASH EQUIVALENTS, AT THE BEGINNING OF YEAR	541695	56472
CASH & CASH EQUIVALENTS, AT THE END OF YEAR	551647	541695

Note:

The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard (AS) - 3 on "Cash Flow Statements".

As per our report of even date**For C.P.Jaria & Co**

Chartered Accountants

Sd/-

(P.K.Jain)

Partner

M.No 112020

FRN 104058W

Place : **INDORE**Date : **28/05/2019****FOR CISTRO TELEINK LTD**

Sd/-

Mr. Pyarelal Verma**DIRECTOR-CFO****DIN:01691381**

Sd/-

Mr. Naresh Agarwal**DIRECTOR-CEO****DIN: 00142999**

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31.03.19

PARTICULARS	CURRENT YEAR	PRE YEAR
A. EQUITY SHARE CAPITAL		
Balance at the beginning	5,13,43,000	5,13,43,000
Changes during the year	0	0
Balance at the end of reporting period	<u>5,13,43,000</u>	<u>5,13,43,000</u>
B. OTHER EQUITY		
<u>RESERVES & SURPLUS</u>		
B. RETAINED EARNING		
Balance at the beginning	(42,92,877)	(36,78,100)
Changes during the year	(9,55,685)	(6,14,777)
Balance at the end of reporting period	<u>(52,48,562)</u>	<u>(42,92,877)</u>

As per our report of even date

For C.P.Jaria & Co

Chartered Accountants

Sd/-

(P.K.Jain)

Partner

M.No 112020

FRN 104058W

Place : INDORE

Date : 28/05/2019

FOR CISTRO TELEINK LTD

Sd/-

Mr. Pyarelal Verma

DIRECTOR-CFO

DIN:01691381

Sd/-

Mr. Naresh Agarwal

DIRECTOR-CEO

DIN: 00142999

NOTES TO BALANCE SHEET & PROFIT & LOSS STATEMENT

PARTICULARS	(in ₹)		
	CURRENT YEAR	PRE YEAR	
NOTE-1 : FIXED ASSETS			
Factory Building (Building Materials etc)	5,71,301	5,71,301	
Car	2,56,300	2,56,300	
	<u>8,27,601</u>	<u>8,27,601</u>	
NOTE-2 : INVESTMENTS			
Unquoted Fully Paid-up Equity Share of Rs 10/- each 160000 Eq Shares Of Brahma Capital & Sec Ltd	16,00,000	16,00,000	
	<u>16,00,000</u>	<u>16,00,000</u>	
NOTE-3 : LOANS			
Deposit With MPSE	3,00,000	3,00,000	
Loans & Advances	4,21,98,707	4,32,23,707	
	<u>4,24,98,707</u>	<u>4,35,23,707</u>	
NOTE-4 : OTHER NON-CURRENT ASSETS			
Pre-operative Expenses	19,57,506	19,57,506	
Public Issue Expenses	29,47,584	29,47,584	
	<u>49,05,090</u>	<u>49,05,090</u>	
NOTE-5 : CASH & CASH EQUIVALENTS			
Cash on Hand	72,730	2,71,914	
Balance with Bank in Current A/c	4,78,917	2,69,781	
	<u>5,51,647</u>	<u>5,41,695</u>	
NOTE-6 : EQUITY			
<u>AUTHORISED SHARE CAPITAL</u>			
56000000 Equity shares of Rs.1/- Each	5,60,00,000	5,60,00,000	
	<u>5,60,00,000</u>	<u>5,60,00,000</u>	
<u>ISSUED, SUBSCRIBED & PAID UP SHARE CAPITAL</u>			
51343000 equity Shares Of Rs1/-Each	5,13,43,000	5,13,43,000	
	<u>5,13,43,000</u>	<u>5,13,43,000</u>	
Details of shares held by shareholders holding more than 5% of the aggregate shares in the company	% Held	No of Shares	No of Shares
Shrikrishna Pandey	15.19	78,00,000	6.67 3407000
Savita Bhaliya	9.59		49,22,000
Govind M Nihalani	6.62	34,00,000	34,00,000

THE COMPANY HAS ONE CLASS OF EQUITY SHARES HAVING PAR VALUE OF RS.1/- EACH.
EACH SHAREHOLDER IS ELIGIBLE FOR ONE VOTE PER SHARE HELD.
NO SHARES WERE ALLOTTED OTHER THAN CASH, BONUS FOR LAST FIVE YEARS
NO SHARES WERE BOUGHT BACK FOR LAST FIVE YEARS

	(in ₹)	
PARTICULARS	CURRENT YEAR	PRE YEAR
NOTE-7 : OTHER EQUITY		
A. PROFIT & LOSS A/C		
OPENING BALANCE	(42,92,877)	(36,78,100)
ADD:CURRENT YEAR PROFIT/(LOSS)	(9,55,685)	(6,14,777)
LESS: ADJUSTMENTS OF EARLIER YEARS	0	0
CLOSING BALANCE	<u>(52,48,562)</u>	<u>(42,92,877)</u>
NOTE-8 : LONG TERM BORROWINGS		
Ives Leasing & Finance Ltd	5,00,000	5,00,000
Sonic Fiscal Services Ltd	4,19,844	4,19,844
	<u>9,19,844</u>	<u>9,19,844</u>
NOTE-9 : TRADE PAYABLE		
Sundry Creditors For Supplies & Services	10,51,301	11,10,664
	<u>10,51,301</u>	<u>11,10,664</u>
NOTE 10 : OTHER CURRENT LIABILITIES		
Other Current Liabilities	23,17,462	23,17,462
	<u>23,17,462</u>	<u>23,17,462</u>
NOTE-11 : VALUE OF SALES		
SALES	0	0
	<u>0</u>	<u>0</u>
NOTE-12 : OTHER INCOME		
INTEREST RECEIVED	0	0
	<u>0</u>	<u>0</u>
NOTE-13 : EMPLOYEE BENEFIT EXPENSES		
SALARIES	2,37,600	1,17,000
	<u>2,37,600</u>	<u>1,17,000</u>
NOTE-14 : OTHER EXPENSES		
AUDIT FEES	10,000	10,000
PROFESSIONAL FEES	58,000	59,000
BSE LISTING FEES	2,95,000	2,87,830
CDSL	38,350	28,082
NSDL	3,000	25,875
RTA EXPS	2,71,980	56,300
PRINTING & STATIONERY	14,556	11,323
BANK CHARGES	754	922
POSTAGE	26,445	18,445
	<u>7,18,085</u>	<u>4,97,777</u>

NOTE-15 : SIGNIFICANT ACCOUNTING POLICIES

1. **GENERAL :**
The Financial Statements have generally been prepared on the historical cost convention. Accounting policies not specifically referred to otherwise are in consonance with generally accepted accounting principals.
 2. **BASIS OF ACCOUNTING :**
The company follows the mercantile system of accounting generally except otherwise stated herein below, if so.
 3. **FIXED ASSETS :**
Fixed assets are stated at cost of less accumulated depreciation. No Depreciation has been provided during the year under consideration.
 4. **INVESTMENTS :**
Investments are stated at cost.
 5. **INVENTORIES :**
Inventory is valued at cost or net realizable value whichever is less.
 6. **REVENUE AND EXPENDITURE RECOGNITION :**
Revenue is recognized and expenditure is accounted for on their accrual except insurance claim, claims in respect of material purchased and sold which are accounted for on cash basis.
 7. **MISCELLANEOUS EXPENDITURE :**
Miscellaneous Expenditure such as preliminary expenditure are amortized over a period of 5 years.
 8. **DEFER TAX :**
The Deferred tax is recognized for all temporary differences subject to the consideration of prudence and at currently available rates. Deferred Tax assets are recognized only if there is virtual certainty that they will be realized.
 9. **FOREIGN CURRENCY TRANSACTION :**
There is no such transaction during the year.
 10. **CONTINGENT LIABILITIES :**
There is no any contingent liability.
 11. **TRADE RECEIVABLE AND PAYABLE :**
Balances of trade payable and receivable are subject to confirmation, reconciliation and consequential adjustments, if any.
 12. **RELATED PARTY TRANSACTIONS :**
There were no transaction between related concern/parties.
 13. **Employees Benefit Expenses**
- | Particulars | Current Year | Previous Year |
|-------------|--------------|---------------|
| Salary Paid | 237600 | 117000 |
14. **Details of Payment to Auditors**
- | Particulars | Current Year | Previous Year |
|-------------|--------------|---------------|
| As Auditor | 10000 | 10000 |
15. The amount due to Micro & Small Enterprises are based on the information available with the company.
 16. Figures of the previous year have been regrouped/re-cast wherever necessary.

As per our report of even date**For C.P.Jaria & Co**

Chartered Accountants

Sd/-**(P.K.Jain)**

Partner

M.No 112020

FRN 104058W

Place : INDORE**Date : 28/05/2019****FOR CISTRO TELEINK LTD****Sd/-****Mr. Pyarelal Verma****DIRECTOR-CFO****DIN:01691381****Sd/-****Mr. Naresh Agarwal****DIRECTOR-CEO****DIN: 00142999**

CISTRO TELELINK LIMITED

CIN No: L19201MP1992PLC006925

206, Airen Heights, AB Road, Indore, Madhya Pradesh - 452 010. Tel No.:0731-2555022; Fax No.:0731-2555722

Email ID-cistrotelelink@gmail.com Website: www.cistrotelelink.net

ATTENDANCE SLIP

Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall

I/We hereby record my/our presence at the **27th ANNUAL GENERAL MEETING** of the Company at Regd. Office at 206, Airen Heights, A. B. Road, Indore, Madhya Pradesh - 452010 of the Company on Friday, 27th September, 2019 at 03.00 P.M.

Folio No.: _____ DP ID No. _____ Client ID No. _____

Name of the Member _____ Signature _____

Name of the Proxy holder _____ Signature _____

Note:

1. Please fill this attendance slip and hand it over at the entrance of the Hall.
2. Members/Proxy Holders/Authorized Representatives are requested to show their Photo ID Proof for attending the Meeting. Authorized Representatives are requested to show proper authorization issued in their favour.
3. Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.

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Email ID-cistrotelelink@gmail.com Website: www.cistrotelelink.net

Form No. MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s): _____

Registered address: _____

E-mail Id: _____

Folio No. / Client ID No.: _____

DP ID No.: _____

I/We, being the Member(s) of _____ Shares of the above named company, hereby appoint:

1. Name: _____

Address: _____

E-mail Id: _____ Signature: _____ Or failing him / her

2. Name: _____

Address: _____

E-mail Id: _____ Signature: _____ Or failing him / her

3. Name: _____

Address: _____

E-mail Id: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company to be held on Friday, 27th September, 2019 at 03.00 P.M. at Airen Heights, AB Road, Indore, Madhya Pradesh - 452010 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Resolutions	For	Against
Ordinary Business			
1.	Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2019.		
2.	To appoint a Director in place of Mr. Arun Kumar Sharma (DIN: 00369461), who retires by rotation and being eligible, offers himself for re-appointment		
Special Resolution			
3.	To adoption of new set of Memorandum of Association as per Companies Act, 2013.		
4.	Re-Appointment of Mrs. Renu Manendra Singh (Din: 00860777) as a Non-Executive Independent Director for a period of Five Years.		

Signed this _____ day of _____ 2019

Signature of shareholder

Signature of Proxy holder(s)

Affix Rs.1/- Revenue Stamp

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2) Those Members who have multiple folios with different jointholders may use copies of this Attendance slip/Proxy.

Form No. SH-14

Cancellation or Variation of Nomination [Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

To,
CISTRO TELELINK LIMITED,
 206, Airen Heights,
 AB Road, Indore,
 Madhya Pradesh - 452 010

I/We hereby cancel the nomination(s) made by me/us in favor of
 (name and address of the nominee) in respect of the below mentioned securities

Or

I/We hereby nominate the following person in place of as nominee in respect of the below mentioned securities in whom shall vest all rights in respect of such securities in the event of my/our death

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio. No	No. of securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE(S) —

- a) Name:
- e) Nationality:
- b) Date of Birth:
- f) Address:
- c) Father's/Mother's/Spouse's name:
- g) E-mail id:
- d) Occupation:
- h) Relationship with the security holder:

(3) IN CASE NOMINEE IS A MINOR—

- a) Date of birth:
- c) Name of guardian:
- b) Date of attaining majority:
- d) Address of guardian:

Name and address of Security Holder (s): _____

Name and address of witness Signature: _____

Please fill this Nomination form in Duplicate after carefully reading the instruction given below:

1. The Nomination can be made by individual's only holdings shares singly or jointly. Non- individuals including Society, Trust, Body Corporate, Partnership firm, Karta of Hindu Undivided Family and Power of Attorney holder cannot nominate.
2. The nominee shall not be a Trust, Society, Body Corporate, and Partnership firm, Karta of Hindu Undivided Family and power of attorney holder.
3. The shareholder [s] can nominate a minor as a nominee and in that event the name and address of the guardian shall be provided.
4. As per section 72 of Companies Act 2013, if the shares are held by more than one person jointly, then the joint holders may together nominate a person to whom all the rights in the shares of the Company shall vest, in the event of death of all the joint holders.
5. If the shares are held jointly, subsequent to the death of anyone of the holders, the shares would not be registered in favour of the nominee but would be transferred in the name of the surviving shareholders.
6. The nomination form filled in "duplicate" should be lodged with the Registrar and Share Transfer Agent of the Company i.e. M/s. Ankit Consultancy Pvt. Ltd., 60, Electronic Complex Pardeshipura, Indore (M.P.) 452010. Tel: 0731-2551745 Email:0731-4065798.
7. The shareholder[s] can delete or change an earlier nomination by executing Form No. SH-14 (Cancellation or Variation of Nomination form)
8. Nomination stands cancelled whenever the shares in the given folio are transferred/ dematerialized. Also in case of change in folio due to consolidation/ transmission a new nomination has to be filed.
9. The nomination made through Form No. SH-13 will be considered valid if the nomination made by the holder[s] of the shares is registered with the company before the death of the registered holder[s] of the shares.
10. Kindly note that the nomination being a legal document should be dated by the nominator and the witness should certify that the nominator has signed the form in their presence. Furthermore the date of execution on the Nomination Form should match with the date of witness, witnessing the document

Form No. SH-13

Nomination Form

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014].

To,
CISTRO TELELINK LIMITED,
 206, Airen Heights,
 AB Road, Indore,
 Madhya Pradesh - 452 010

I/We _____ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio. No	No. of securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE(S) —

- a) Name:
- b) Date of Birth:
- c) Father's/Mother's/Spouse's name:
- d) Occupation:
- e) Nationality:
- f) Address:
- g) E-mail id:
- h) Relationship with the security holder:

(3) IN CASE NOMINEE IS A MINOR—

- a) Date of birth:
- b) Date of attaining majority:
- c) Name of guardian:
- d) Address of guardian:

Name: _____

Address: _____

Name of the Security Holder (s): _____

Signature: _____

Witness with name and address: _____

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27th ANNUAL GENERAL MEETING**ASSENT/ DISSENT FORM FOR VOTING ON AGM RESOLUTIONS**

1. Name(s) & Registered Address :
of the sole / first named Member
2. Name(s) of the Joint-Holder(s) :
If any
3. Registered Folio No. /
DP ID No & Client ID No. :
[Applicable to Members holding
shares in dematerialized form]
4. Number of Shares(s) held :
5. I/ We, hereby exercise my/our vote in respect of Ordinary/ Special resolution enumerated below by recording my/our assent or dissent to the said resolution in the following manner:

Resolution No	Resolutions	No of Shares	For	Against
	Ordinary Business			
1.	Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2019.			
2.	To appoint a Director in place of Mr. Arun Kumar Sharma (DIN: 00369461), who retires by rotation and being eligible, offers himself for re-appointment			
	Special resolution			
3.	To adoption of new set of Memorandum of Association as per Companies Act, 2013.			
4.	Re-Appointment of Mrs. RenuManendra Singh (Din: 00860777) as a Non-Executive Independent Director for a period of Five Years.			

Place:

Date:

Signature of the Member Or
Authorised Representative

Notes:

- i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
- ii) Last date for receipt of Assent/ Dissent Form: 26th September, 2019 (5.00 pm IST)
- iii) Please read the instructions printed overleaf carefully before exercising your vote.

General Instructions

1. Shareholders have option to vote either through e-voting i.e. electronic means or to convey assent/dissent. If a shareholder has opted for physical Assent/Dissent Form, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through physical assent/dissent form and e-voting, then vote cast through e-voting shall be treated as valid.
2. The notice of Annual General Meeting is dispatch/ e-mailed to the members whose names appear on the Register of Members as on 23rd August, 2019.
3. Voting through physical assent/ dissent form cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorised representatives with proof of their authorization, as stated below.

Instructions for voting physically on Assent / Dissent Form

1. A member desiring to exercise vote by Assent/ Dissent should complete this (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, at their cost to reach the Scrutinizer at the registered office of the Company on or before the close of working hours i.e. 5.00 pm on 26th September 2019 All Forms received after this date will be strictly treated as if the reply from such Member has not been received.
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.) the completed Assent/ Dissent Form should be accompanied by a certified copy of the relevant Board Resolution/ appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
4. The consent must be accorded by recording the assent in the column "FOR" or dissent in the column "AGAINST" by placing a tick mark () in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Assent/ Dissent Form for every folio / Client id irrespective of the number of joint holders.
7. A member may request for a duplicate Assent/ Dissent Form, if so required and the same duly completed should reach the Scrutinizer not later than the specified under instruction No.1 above.
8. Members are requested not to send any other paper along with the Assent / Dissent Form. They are also requested not to write anything in the Assent/ Dissent form except giving their assent or dissent and putting their signature. If any such other paper is sent the same will be destroyed by the Scrutinizer.
9. The Scrutinizers decision on the validity of the Assent/ Dissent Form will be final and binding.
10. Incomplete, unsigned or incorrectly ticked Assent/ Dissent Forms will be rejected.

CISTRO TELELINK LIMITED
Regd. Office: 206, Airen Heights, A.B.Road, Indore, Madhya Pradesh - 452 010

Pratiksha Printers, A'bad. 98252 62512